

**TRAILER TRAIN  
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606  
(312) 853-3223

RECORDATION NO. 15804-C FILED 1425

FEB 14 1989 - 12 25 PM

DIRECT LINE: (312) 884-3821

THOMAS D. MARION  
TREASURER

February 13, 1989

INTERSTATE COMMERCE COMMISSION

Honorable Noretta R. McGee  
Secretary  
Interstate Commerce Commission  
12th & Constitutional Avenue, N.W.  
Room 2303  
Washington, DC 20423

9-045A024

FEB 14 12 26 PM '89  
MOTOR OPERATING UNIT

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C.,  
Section 11303(a) and the regulations promulgated thereunder are  
two (3) fully executed documents as follows:

Manufacturing Agreement Supplement No. 3 dated as of  
February 7, 1989, a secondary document, supplementing  
the Manufacturing Agreement dated as of August 30, 1988.

Parties to this transaction are as follows:

Trailer Train Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Thrall Car Manufacturing Company (Manufacturer)  
26th and State Street  
Chicago Heights, IL 60411

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked*</u>	<u>Numbered</u>
5-platform, con- tainer well cars Contract T-5A88-T	FC	30	DTTX	72262-72291

\* All units will have marked on each side the following legend,  
"Ownership Subject to a Security Agreement Filed with the  
Interstate Commerce Commission".

C

Honorable Noreta R. McGee  
February 13, 1989  
Page Two

Enclosed is our check in the amount of \$13.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 3 being recorded are as follows:

- (1) Manufacturing Agreement dated August 30, 1988, recorded on September 6, 1988, at 10:55 AM, recordation number 15804.
- (2) Manufacturing Agreement Supplement No. 1 dated October 27, 1988, recorded on November 3, 1988 at 3:15 PM, recordation number 15804-A.
- (3) Manufacturing Agreement Supplement No. 2 dated December 12, 1988, recorded on December 16, 1988 at 12:45 PM, recordation number 15804-B.

A short summary of this Manufacturing Agreement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 3 covering 30 5-platform container well cars numbered 72262-72291".

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Sincerely yours,



Thomas D. Marion  
Treasurer

TDM:map

Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Dean Holmes at 312/984-3747 as soon as this agreement is recorded advising him of the recordation number, date and time. Thank you very much.

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

2/14/89

OFFICE OF THE SECRETARY

Thomas D. Marion

Treasurer

Trailer Train Company

101 North Wacker Drive

Chicago, Illinois 60606

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1 2/14/89 at 11:55am, and assigned recordation number(s). 15404-C

Sincerely yours,

*Nanta L. McLee*

Secretary

Enclosure(s)

135964-C  
FEB 14 1989 • 12 25 PM  
INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #3, dated as of February 7, 1989, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of August 30, 1988, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

THRALL CAR MANUFACTURING COMPANY

By: George S. Mohally  
Vice President

(Corporate Seal)

ATTESTATION:

P. H. Leubke  
Assistant Secretary

TRAILER TRAIN COMPANY

By: Howard D. Marston  
Treasurer

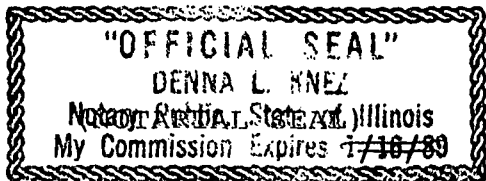
(Corporate Seal)

ATTESTATION:

A. J. Barton  
Assistant Secretary

STATE OF ILLINOIS     )  
                              )  
COUNTY OF COOK        )     SS.:

On this 8<sup>TH</sup> day of February 1989, before me personally appeared G. S. McNally, to me personally known, who, being by me duly sworn, says that he is a Vice President of THRALL CAR MANUFACTURING COMPANY that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



*Denna L. Knez*  
Notary Public

STATE OF ILLINOIS     )  
                              )  
COUNTY OF COOK        )     SS.:

On this 7<sup>TH</sup> day of February 1989, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



*John G. Rainsford*  
Notary Public

ANNEX A  
TO MANUFACTURING AGREEMENT SUPPLEMENT #3

THRALL CAR MANUFACTURING COMPANY  
(Manufacturer)

TRAILER TRAIN COMPANY  
(Company)

Item 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Date of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	30	72262-72291			Feb. 15, 1989	T-5A88-T

Item 2: June 30, 1989

Item 3: To be determined.

Item 4: 26th and State Street  
Chicago Heights, IL 60411

\* Five-Unit Articulated Well Cars of 125 ton capacity built in accordance with Trailer Train specification number 68-43-011586 dated January 15, 1986, revised February 1, 1988, and Supplemental Specification No. 68-43-03228 issued March 22, 1988 (Buyer's Specification), and Thrall Car Manufacturing specification number FCA-292-0553 (Seller's Specification).